

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

SYNERGEN, INC.
(NAME OF SUBJECT COMPANY)

AMGEN ACQUISITION SUBSIDIARY, INC.

AMGEN INC.
(BIDDER)

COMMON STOCK, \$.01 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

871594107
(CUSIP NUMBER OF CLASS OF SECURITIES)

MARGARET VALEUR-JENSEN, PH.D.
SENIOR COUNSEL
AMGEN INC.
AMGEN CENTER
1840 DEHAVILLAND DRIVE
THOUSAND OAKS, CA 91320-1789
TELEPHONE: (805) 447-1000
(NAME, ADDRESS AND TELEPHONE NUMBER OF
PERSONS AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF BIDDER)

COPY TO:

GEORGE A. VANDEMAN, ESQ.
LATHAM & WATKINS
633 WEST FIFTH STREET, SUITE 4000
LOS ANGELES, CALIFORNIA 90071
TELEPHONE: (213) 485-1234

TENDER OFFER

Amgen Acquisition Subsidiary, Inc., a Delaware corporation ("Purchaser") and Amgen Inc., a Delaware corporation ("Parent") hereby amend and supplement their Tender Offer Statement on Schedule 14D-1 (the "Statement") originally filed on November 23, 1994, as amended by Amendment No. 1 filed on December 2, 1994 and Amendment No. 2 filed on December 14, 1994, with respect to Purchaser's offer to purchase all outstanding shares of Common Stock, par value \$.01 per share, of Synergen, Inc., a Delaware corporation (the "Company"), including the associated preferred stock purchase rights at a price of \$9.25 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated November 23, 1994 and in the related Letter of Transmittal.

ITEM 10. ADDITIONAL INFORMATION.

(e) On December 9, 1994, the Company filed an answer in the case captioned Anna Stanley and Len Kahn v. Larry Soll, et al., Case No. 13892 (Del. Ch. Nov. 18, 1994). A copy of the answer is attached hereto as Exhibit 99.(9)(15) and is incorporated herein by this reference.

On December 15, 1994 and pursuant to the Memorandum of Understanding entered into on November 17, 1994, the parties to the litigation captioned In re Synergen, Inc. Securities Litigation, Case No. 93-B-402 (the "Class Action"), entered into a Stipulation of Settlement (the "Stipulation") settling, subject to certain conditions, the Class Action. The Stipulation was filed with the United States District Court for the District of Colorado (the "Court") on December 15 and the Court issued an Order on that day preliminarily approving the Stipulation. Assuming that the conditions to the Stipulation are satisfied and the Stipulation is finally approved by the Court, the Company and its insurers will contribute \$28 million in exchange for a full release of all claims asserted in or related to the Class Action. The execution of the Stipulation settling the Class Action is a condition to the completion of Purchaser's tender offer, and assuming that the Stipulation remains in full force and effect, the condition will be satisfied.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

99.(a)(15) Answer filed in litigation captioned Anna Stanley and Ken Kahn v. Larry Soll, et al., Case No. 13892 (Del. Ch. November 18, 1994).

SIGNATURE

After due inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, correct and complete.

AMGEN ACQUISITION SUBSIDIARY, INC.

By /s/ Thomas E. Workman, Jr.

Chief Executive Officer

Dated: December 19, 1994

SIGNATURE

After due inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, correct and complete.

AMGEN INC.

By /s/ Gordon M. Binder

Chief Executive Officer and
Chairman of the Board

Dated: December 19, 1994

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION	SEQUENTIALLY NUMBERED PAGE
99.(a)(15)	Answer filed in litigation captioned Anna Stanley and Ken Kahn v. Larry Soll, et al., Case No. 13892 (Del. Ch. November 18, 1994).....	

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY

C. A. No. 13892

ANNA STANLEY and KEN KAHN,
Plaintiffs,

v.

LARRY SOLL, GREGORY B. ABBOTT, ROBERT C. THOMPSON,
ARTHUR H. HAYES, DAVID I. HIRSH, BARRY MACTAGGART, GLENN S. UTT,
ROBERT F. HENDRICKSON and SYNERGEN INC.,
Defendants.

DEFENDANTS' ANSWER

1. This paragraph (i) describes plaintiffs, pleading technique, as to which no responsive pleading is required, and (ii) characterizes the Synergen Offer, which offer speaks for itself.

2. Denied.

3. Denied.

4. The factual allegations are denied. The remainder of the paragraph states a legal conclusion, as to which no responsive pleading is required.

PARTIES

5. Plaintiffs are not registered stockholders reflected on the transfer records of Synergen, Inc. Defendants are therefore without sufficient knowledge to admit or deny the allegation and, on that basis, it is denied.

6. Admitted.

7. The first sentence is admitted. The second sentence is denied.

8. The first sentence is admitted. The second sentence is denied.

9. Admitted that Robert C. Thompson is the Executive Vice President, Research and Clinical Affairs, and a director. The balance of the paragraph is denied.

10. Admitted.

11. This paragraph describes plaintiffs' pleading technique, as to which no responsive pleading is required.

12. This paragraph states a legal conclusion, as to which no responsive pleading is required.

13. Defendants deny engaging in any unlawful acts, plans, schemes, or transactions as complained of by plaintiffs. The remainder of this paragraph alleges plaintiffs' pleading technique, and legal conclusions, as to which no responsive pleading is required.

CLASS ACTION ALLEGATIONS

14. This paragraph describes plaintiffs' pleading technique, as to which no responsive pleading is required.

15. Denied.

16. The first sentence states a legal conclusion, as to which no responsive pleading is required. The second sentence is admitted.

17. Denied.

18. As to the first sentence, (i) defendants are without knowledge as to plaintiffs' prosecutorial commitment and (ii) are not required to respond to plaintiffs' evaluation of the competence and experience of their attorneys. As to the balance of this paragraph, defendants are without sufficient knowledge to admit or deny, and it therefore is denied.

19. This paragraph alleges legal conclusions, as to which no responsive pleading is required.

20. Denied.

SUBSTANTIVE ALLEGATIONS

21. Denied.

22. The November 18, 1994, Dow Jones News Wire speaks for itself. The remainder of the paragraph characterizes the merger agreement, which agreement speaks for itself.

23. Denied.

24. The first sentence is admitted. As to the second sentence, Synergen denies that its reported revenues were \$3,636,100 for the second quarter of 1993, but admits the remainder of the sentence.

CERTIFICATE OF SERVICE

I, William D. Johnston, Esquire hereby certify that, on December 9, 1994, two copies of the foregoing document were served by hand upon the following attorney of record:

Norman M. Monhait, Esquire
Rosenthal, Monhait, Gross & Goddess
First Federal Plaza
P.O. Box 1070
Wilmington, DE 19899

WILLIAM D. JOHNSTON

William D. Johnston